

comcast

EX PARTE OR LATE FILED

Comcast Cable Communications, Inc.
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September 22, 2003

ORIGINAL

Marlene H. Dortch
Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: *Ex Parte* Submission
MM Docket No. 92-264

Dear Ms. Dortch:

Comcast Corporation ("Comcast") hereby notifies the Commission that it closed a transaction to sell its interest in CC VIII, LLC, which owns cable systems in Michigan, Minnesota, and Wisconsin serving approximately 886,654 subscribers, to Paul Allen on June 6, 2003. In addition, Comcast has closed the following transactions: (1) acquisition of SMATV systems in New Jersey serving approximately 1,200 subscribers from Clearview Cable TV, Inc. on 12/06/02; (2) acquisition of a cable system in Alabama serving approximately 1,200 subscribers from Enstar IX, LP on 12/31/02; (3) acquisition of cable systems in New Jersey serving approximately 450 subscribers from Mullica Cable on 12/31/02; (4) acquisition of a SMATV system in New Jersey serving approximately 1,240 subscribers from A+S Telesecurity Corporation on 12/31/02; (5) acquisition of cable systems in New Mexico serving approximately 4,155 subscribers from USA Media Group, LLC on 1/06/03; (6) acquisition of cable systems in Florida serving approximately 3,470 subscribers from TWI Cable, Inc. on 1/31/03; (7) acquisition of SMATV systems in Florida serving approximately 1,688 subscribers from Time Warner Entertainment-Advance/Newhouse Partnership on 3/01/03; (8) acquisition of a SMATV system in Michigan serving approximately 394 subscribers from Westland Meadows on 4/15/03; (9) acquisition of a SMATV system in Georgia serving approximately 270 subscribers from Tradewinds Television, LLC on 4/25/03; (10) acquisition of cable systems in Kentucky and Tennessee serving approximately 6,182 subscribers from Tele-Media Company of Franklin, Ltd. and Tele-Media Company of Green River on 5/30/03; (11) acquisition of a SMATV system in Washington, D.C. serving approximately 585 subscribers from Chesapeake Cable Partners on 5/31/03; (12) acquisition of SMATV systems in Georgia and Florida serving approximately 14,457 subscribers from Advanced TeleMedia, LLC on 7/31/03; (13) acquisition of SMATV systems in California and Washington serving approximately 1,057 subscribers from Direct Digital Service, Inc. on 7/31/03; and (14) acquisition of SMATV systems in Washington and Oregon serving approximately 17,000 subscribers from Millennium Digital Media Systems L.L.C. and their affiliates on 9/11/03.

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Based on available data, and assuming the most inclusive interpretation of the Commission's attribution rules, Comcast estimates that prior to these transactions it was attributed with approximately 27,019,000 MVPD subscribers,¹ and after these transactions closed it is attributed with approximately 26,032,379 MVPD subscribers² (or approximately 28.9% of all MVPD subscribers)³

Although it is unclear whether Comcast is obligated to notify the Commission of these transactions or their effect on its MVPD subscribership (in light of the D.C. Circuit's decision in *Time Warner Entertainment Co. v. FCC*⁴), Comcast nonetheless is providing the details of these transactions for the Commission's convenience. Subject to further instructions from the Commission, Comcast plans in the future to file a subscriber notification letter for any acquisition of an MVPD with 25,000 or more subscribers at the time the applications for transfer of Commission licenses associated with the transaction are filed (or, where no Commission licenses are transferred, prior to closing). Comcast will file a subscriber notification letter semi-annually that accounts for all acquisitions during that period of MVPDs with less than 25,000 subscribers

¹ See *Ex Parte Letter* from James R. Coltharp, Comcast Corporation, and Betsy Brady, AT&T Corp., to Marlene Dortch, FCC Secretary, MB Dkt. No. 02-70 (Sept. 20, 2002) (presenting detail of MVPD subscriber total for Comcast after its acquisition of AT&T Broadband, i.e., 27,019,000 MVPD subscribers)

² Comcast's total attributable subscribers referenced above reflect the sale of CCVIII (approximately 886,654 subscribers), the fourteen acquisitions described above (approximately 53,348 subscribers), and a net loss in subscribers (primarily in partnership systems in which Comcast has a partial interest in the partnership and does not manage the systems) of approximately 153,315, i.e., $27,019,000 - 886,654 + 53,348 - 153,315 = 26,032,379$.

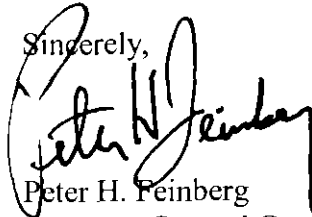
³ See *Kagan Media Money*, July 22, 2003, at 7 (noting that there are approximately 90 million MVPD subscribers nationwide, thus $26,032,379 \div 90,000,000 = 28.9\%$)

⁴ 240 F.3d 1126 (D.C. Cir. 2001) (vacating the cable horizontal ownership rules)

Ms. Marlene H. Dortch
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An original and two (2) copies of this letter are submitted herewith in accordance with Section 1 1206(b) of the Commission's rules.

Sincerely,

A handwritten signature in black ink, appearing to read "Peter H. Feinberg". The signature is written in a cursive style with a large, stylized "P" and "F".

Peter H. Feinberg
Assistant General Counsel
Comcast Cable Communications, Inc.

cc: See attached service list


CERTIFICATE OF SERVICE

I, Robin Smith, do hereby certify that I caused one copy of the foregoing *Ex Parte* letter of Comcast to be served by hand delivery on all parties below, this 22nd day of September 2003.

Kenneth Ferree
Chief
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A handwritten signature in cursive script, reading "Robin Smith", is written over a horizontal line.

Robin Smith